

INDEXING INSTRUCTIONS:

Lot 451, Section C, Bridgetown S/D, Section 23,
T2S, R7W, DeSoto County, MS

Countrywide/LaRue

SUBSTITUTION OF TRUSTEE

WHEREAS, on **March 8, 1999**, **Paul Michael LaRue and Julie Anne LaRue, husband and wife**, executed a Deed of Trust to **Emmett James House and Bill R. McLaughlin**, Trustee for the use and benefit of **Union Planters Bank, National Association**, which Deed of Trust is on file and of record in the office of the Chancery Clerk of DeSoto County, Mississippi, in Book **1090** at Page **464** thereof; and

WHEREAS, the undersigned is the present holder and beneficiary of the deed of trust referred to above; and

WHEREAS, under the terms of said Deed of Trust the lender or any assignee is authorized to appoint a Trustee in the place and stead of the original Trustee or any successor Trustee in said Deed of Trust; and

Should the undersigned become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid to convey title to said foreclosed property to the **SECRETARY OF VETERANS AFFAIRS**, an Officer of the United States of America, or the **SECRETARY OF HOUSING AND URBAN DEVELOPMENT**, or whomsoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested the transfer of its bid to Grantee(s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereby, and that the Substitute Trustee is duly authorized and empowered to execute same.

NOW THEREFORE, the undersigned does hereby appoint and substitute **LEM ADAMS, III**, as Trustee in said Deed of Trust, the said Lem Adams, III, to have all the rights, powers and privileges of the named in said Deed of Trust.

A&E File #22476

Adam Eden

cc
de
sd
cl
cl

NOW THEREFORE, the undersigned does hereby appoint and substitute LEM ADAMS, III, as Trustee in said Deed of Trust, the said Lem Adams, III, to have all the rights, powers and privileges of the Trustee named in said Deed of Trust.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed on this the _____ day of MAY 22 2009, 2009.

The Bank of New York Mellon fka The Bank of New York as Trustee, for the certificateholders of the Reperforming Loan Remic Trust Certificates, Series 2003-R3

BY: [Signature]
ITS Kimberly Dawson, 1st Vice President

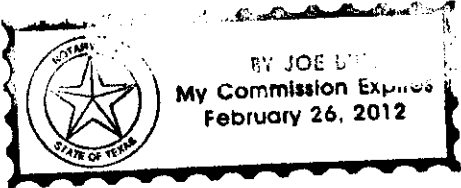
STATE OF _____
COUNTY OF _____

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, KIMBERLY DAWSON, who acknowledged to me that She is 1ST VICE PRESIDENT of The Bank of New York Mellon fka The Bank of New York as Trustee, for the certificateholders of the Reperforming Loan Remic Trust Certificates, Series 2003-R3, and acknowledged to me that She signed and delivered the above and foregoing Substitution of Trustee on behalf of The Bank of New York Mellon fka The Bank of New York as Trustee, for the certificateholders of the Reperforming Loan Remic Trust Certificates, Series 2003-R3 after being first duly authorized so to do.

GIVEN UNDER my hand and official seal, this the _____ day of MAY 22 2009, 2009.

[Signature]
NOTARY PUBLIC Shelby Joe Butler

My Commission Expires:
2.26.2012



PREPARED BY AND RETURN TO:

ADAMS & EDENS
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A Professional Association
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BRANDON, MISSISSIPPI 39043
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A&E File #22476